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ATTORNEYS AT LAW

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October 10, 1996

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N. MIAMI, FLORIDA 33136
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(941) 435-1211 FACSIMILE

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Florida Department of State
Division of Corporations
Attn: Foreign Corporations Qualifications
409 East Gaines Street
Tallahassee, Florida 32399

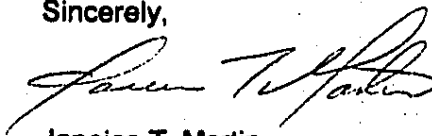
Re: OptiSystems, Inc., a Delaware Corporation as of 10/7/96

Dear Sir or Madam:

The above Delaware corporation is seeking to be qualified to conduct business in the State of Florida. Accordingly, I have enclosed their Certificate of Good Standing from Delaware, a completed application signed by the registered agent in Florida, and a check for the \$70.00 registration fee.

Please return all documents to me at the above address. If you require anything further, please do not hesitate to contact me.

Sincerely,



Janeice T. Martin

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. OptiSystems, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 650698984
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 7, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102
(Current mailing address)
8. To engage in any lawful activity for which corps. may be organized in Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Joseph Garabed

Office Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida, 34102
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Joseph Garabed
Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102
Vice Chairman: Noah Perlman
Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102
Director: Irving Oratz
Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102
Director: _____
Address: _____

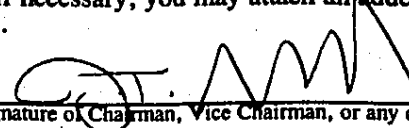
B. OFFICERS

President: Joseph Garabed
Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102
Vice President: Noah Perlman
Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102
Secretary: Joseph Garabed
Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102
Treasurer: Joseph Garabed
Address: 1100 Fifth Avenue South, Suite 308
Naples, Florida 34102

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

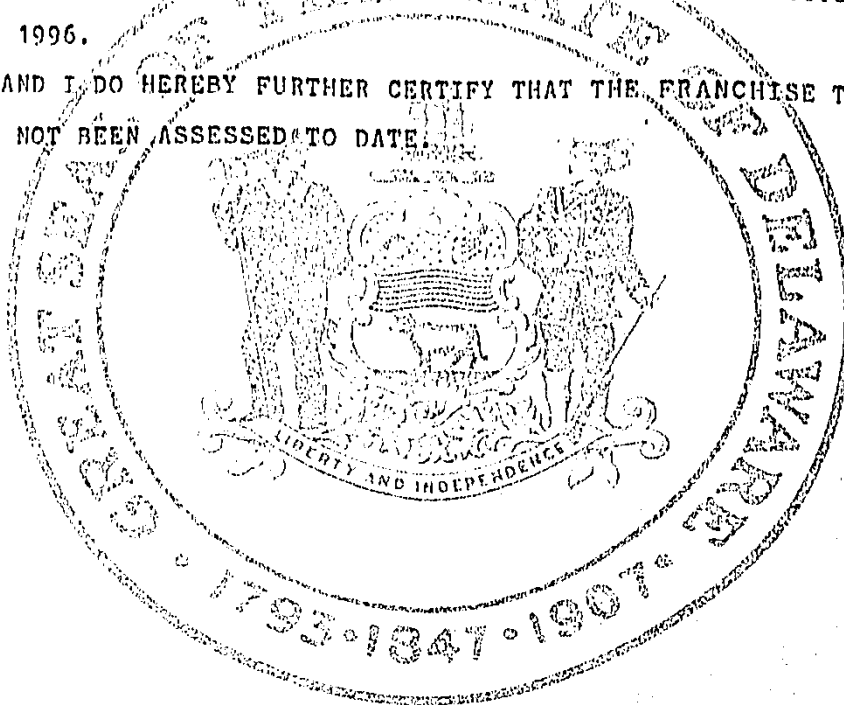
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Joseph Garabed
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTISYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8139543

DATE: 10-09-96